

Position Description: Board Chairman

The Chair of the Board of Directors provides leadership to the Board to ensure it functions effectively. The Board believes that it is in the best interests of stockholders for the Board to have the flexibility to determine the most qualified and appropriate individual to serve as Chair of the Board, whether or not that person is an independent director.

The duties and responsibilities assigned to the Chair by the Board of Directors vary depending on whether the Chair is an independent director. If the Chair is not an independent director, the independent directors on the Board will select a Lead Director who will be assigned certain Board leadership responsibilities, which are designed to increase Board effectiveness, maintain Board independence and provide oversight of management.

Mark A. Smith, the current Chair of the Board, also serves as the Company's Chief Executive Officer. Key duties and responsibilities of the Board Chair are listed below:

1. Plan the Board's annual schedule of meetings and agendas, in consultation with the Lead Director and Corporate Secretary and other directors as appropriate.
2. Coordinate with the Lead Director and the Corporate Secretary to ensure that the Board receives the appropriate quantity and quality of information in a timely manner to enable it to make informed decisions.
3. Chair all meetings of the Board and ensure that meetings are conducted efficiently and effectively.
4. Call special meetings, if necessary.
5. Facilitate full and candid Board discussions, ensure all directors express their views on key Board matters, and assist the Board in achieving a consensus.
6. Develop teamwork and a cohesive Board culture and facilitate formal and informal communication with and among directors.
7. Help ensure that action items established by the Board are tracked and appropriate follow-up action is taken as necessary.
8. Make recommendations to the Board as to Committee membership and Committee Chairs, for approval by the Board.
9. Work with committee chairs to ensure that each committee functions effectively and keeps the Board apprised of actions taken.
10. Be authorized to attend all committee meetings, as appropriate.

11. Chair annual and special meetings of stockholders.
13. Collaborate with the Board in identifying and recruiting new Board members.
14. Collaborate with the Board on the performance and structure of the Board of Directors and its committees, including the performance of individual directors.
15. Work closely with the Board to ensure that the Corporation builds and maintains a healthy governance and compliance culture and programs.
16. Work closely with the Board to review and monitor the aims, strategy, policy and direction of the Corporation and the achievement of its objectives.
17. Develop and maintain succession plans for the Corporation's senior management roles.